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Attorneys for Defendant
Leap Wireless International, Inc.

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

HCL PARTNERS LIMITED PARTNERSHIP, on behalf of itself and all others similarly situated, Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC.; S. DOUGLAS HUTCHESON; DEAN M. LUVISA; AMIN I. KHALIFA and PRICE WATERHOUSECOOPERS, LLP, Defendants.	CASE NO. 07cv2245 BTM(NLS) (Lead consolidated case) DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S NOTICE OF RELATED CASES **FILED IN STATE COURT** Judge: The Hon. Barry T. Moskowitz Courtroom: 14
KEN CARMICHAEL, Individually and on behalf of all others similarly situated Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC.; S. DOUGLAS HUTCHESON; MARK H. RACHESKY; AMIN I. KHALIFA and DEAN M. LUVISA, Defendants.	Case No. 08cv0128 BTM(NLS) (Consolidated with 07cv2245 BTM(NLS))

Pursuant to California Rule of Court 3.300(d), Leap Wireless International, Inc. is required to file and serve its state court Notice of Related Cases, attached hereto as Exhibit A, in this related action.

Dated: June 19, 2008

Respectfully submitted,

LATHAM & WATKINS LLP
Miles N. Ruthberg
Pamela S. Palmer
Kimberly Arouh Hicks
Jake Ryan
Curtis Carll
Daniel K. Greene

By /s/ Kimberly Arouh Hicks
Kimberly Arouh Hicks
Attorneys for Defendant
Leap Wireless International, Inc.

PROOF OF SERVICE

I am employed in the County of San Diego, State of California. I am over the age of 18 years and not a party to this action. My business address is Latham & Watkins LLP, 600 West Broadway, Suite 1800, San Diego, CA 92101-3375.

On June 19, 2008, I served the following document described as:

DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S NOTICE OF RELATED CASES FILED IN STATE COURT

by serving a true copy of the above-described document in the following manner:

BY ELECTRONIC FILING

I am familiar with the United States District Court, Southern District of California's practice for collecting and processing electronic filings. Under that practice, documents are electronically filed with the court. The court's CM/ECF system will generate a Notice of Electronic Filing (NEF) to the filing party, the assigned judge, and any registered users in the case. The NEF will constitute service of the document. Registration as a CM/ECF user constitutes consent to electronic service through the court's transmission facilities. Under said practice, the following CM/ECF users were served:

Lionel Z. Glancy GLANCY BINKOW & GOLDBERG LLP 1801 Avenue of the Stars, Suite 311 Los Angeles, CA 90067 Telephone: (310) 201-9150 Facsimile: (310) 201-9160 email: info@glancylaw.com	**Attorneys for Plaintiff HCL Partners Limited Partnership and Lead Plaintiff New Jersey Carpenter Pension Benefits Fund**
Lori Sambol Brody, Esq. KAPLAN FOX & KILSHEIMER LLP 1801 Century Park East, Suite 1460 Los Angeles, CA 90067 Tel: (310) 785-0893 / Fax: (310) 785-0897 email: lbrody@kaplanfox.com	**Attorneys for Plaintiff Kent Carmichael**
Kirk Hulett, Esq. Blake M. Harper HULETT HARPER STEWART LLP 550 West C Street, Suite 1600 San Diego, CA 92101 Tel: (619) 338-1133 / Fax: (619) 338-1139 email: kbh@huletth arper.com email: bmh@hulettharper.com	**Attorneys for Movant Westchester Capital Management, Inc. and Green & Smith Investment Management L.L.C.**
Nicole Lavallee BERMAN DeVALERIO PEASE TABACCO BURT PUCILLO 425 California Street Suite 2100 San Francisco, CA 94104 Tel: (415) 433-3200/Fax: (415) 433-6382 email: nlavallee@bermanesq.com	**Attorneys for Movant Louisiana Municipal Police Employees Retirement System**

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I declare that I am employed in the office of a member of the Bar of, or permitted to practice before, this Court at whose direction the service was made and declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on June 19, 2008, at San Diego, California.

Andrea Rasco

EXHIBIT A

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Attorneys for Nominal Defendant
Leap Wireless International, Inc..

SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF SAN DIEGO

LORI MCBRIDE, Derivatively on Behalf of Leap Wireless International, Inc., Plaintiff, v. S. DOUGLAS HUTCHESON, MARK H. RACHESKY, JAMES D. DONDERO, JOHN. D. HARKEY, JR., ROBERT V. LaPENTA, MICHAEL B. TARGOFF, Defendants, – and – LEAP WIRELESS INTERNATIONAL, INC., a California corporation, Nominal Defendant.	Case No. 37-2007-00081584-CU-MC-CTL **NOMINAL DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S NOTICE OF RELATED CASES** Judge: Hon. John S. Meyer Dept.: 61 Complaint Filed: November 13, 2007

Notice of Related Cases

Pursuant to California Rules of Court 3.300 (c), Nominal Defendant Leap Wireless International, Inc. ("Leap") hereby gives notice to the Court and all interested parties that the above captioned state derivative case is related to: (1) pending federal derivative and securities cases, and (2) dismissed cases.

A. Related Pending Federal Derivative And Securities Cases

This case, *Lori McBride, Derivatively on Behalf of Leap Wireless International, Inc. v. S. Douglas Hutcheson, Mark H. Rachesky, James D. Dondero, John D. Harkey, Jr., Robert V. LaPenta, and Michael B. Targoff, and Nominal Defendant Leap Wireless International, Inc.*, filed February 7, 2008 (hereinafter the "***Leap State Derivative Litigation***"), is related to the following pending federal cases:

1. The federal derivative case pending in the United States District Court of the Southern District of California, before the Honorable Barry T. Moskowitz: *Charles Graham, Derivatively on Behalf of Nominal Defendant Leap Wireless International, Inc. v. S. Douglas Hutcheson, Amin Khalifa, Grant Burton, Dean M. Luvisa, Michael B. Targoff, John D. Harkey, Jr., Robert V. LaPenta, Mark H. Rachesky, M.D., and James D. Dondero and Nominal Defendant Leap Wireless International, Inc.*, Case No. 08cv0246 BTM (NLS), filed February 7, 2008 (hereinafter the "***Leap Federal Derivative Litigation***").

2. The consolidated securities class action case pending in the United States District Court for the Southern District of California, before the Honorable Barry T. Moskowitz: *HCL Partners Limited Partnership v. Leap Wireless International, Inc., S. Douglas Hutcheson, Dean M. Luvisa, Amin I. Khalifa, and PriceWaterhouseCoopers LLP*, Lead Case No. 07cv2245 BTM (NLS), filed November 27, 2007, and *Kent Carmichael v. Leap Wireless International, Inc., S. Douglas Hutcheson, Mark H. Rachesky, Amin I. Khalifa and Dean M. Luvisa*, Case No. 08cv128 (hereinafter collectively the "***Leap Securities Litigation***").

B. Related Dismissed Cases

The *Leap State Derivative Litigation* is also related to the following three dismissed cases—one state derivative action and two federal securities class actions (collectively the "**Dismissed Cases**"):

1. *Charles Graham, Derivatively on Behalf of Nominal Defendant Leap Wireless International, Inc. v. S. Douglas Hutcheson, et al.*, Superior Court of California for the County of San Diego Case No. 37-2008-00075341-CU-MC-CTL, filed on January 9, 2008 and subsequently dismissed. Derivative plaintiff Graham refiled his action in this Court on February 7, 2008 and it is the *Leap Derivative Litigation.*

2. *Frank Charek v. Leap Wireless International, Inc., et al.*, United States District Court for the Southern District of California, Case No. 07CV2256DMS(CAB), filed November 28, 2007 and subsequently dismissed.

3. *Devay Campbell v. Leap Wireless International, Inc., et al.*, United States District Court for the Southern District of California, Case No. 07CV2297BTM(NLS), filed December 7, 2007 and subsequently dismissed.

C. Description Of The Manner In Which The Cases Are Related

Pursuant to California Rules of Court 3.300 (a), an action or proceeding is related to another action or proceeding where both of them: (1) involve the same parties and are based on the same or similar claims; (2) arise from the same or substantially identical transactions, incidents, or events requiring the determination of the same or substantially identical questions of law or fact; (3) involve claims against, title to, possession of, or damages to the same property; or (4) are likely for other reasons to require substantial duplication of judicial resources if heard by different judges.

1. The ***Leap State Derivative Litigation*** is related to the ***Leap Federal Derivative Litigation.***

The state and federal derivative litigation meet each of the factors identified above for related cases. First, they both involve substantially overlapping parties—Leap and several of its current and former officers and directors, including S. Douglas Hutcheson, Mark H. Rachesky, James D. Dondero, John D. Harkey, Jr., Robert V. LaPenta, and Michael Targoff. Second, they both arise from the same or substantially identical transactions, incidents, or events – Leap's financial restatements for the period 2004 to 2007 that was announced in November 2007, and allegations of the defendants' knowledge regarding the accounting errors and alleged deficiencies in internal controls in the four years prior to such announcement. Further, both the state and federal cases will require the determination of the same or substantially identical questions of law or fact, including but not limited to the threshold issue of shareholder standing to bring the claims derivatively. Third, both the state and federal derivative action involve the same claims, including but not limited to breach of fiduciary duty claims. Fourth, both the state and federal derivative action will require substantial duplication of judicial resources if heard by different judges.

Due to the overlapping nature of the *Leap State Derivative Litigation* and the *Leap Federal Derivative Litigation*, Leap will move to stay this state action until the parallel federal action is resolved.

2. The ***Leap State Derivative Litigation*** is also related to the ***Leap Securities Litigation***

The *Leap State Derivative Litigation* and the *Leap Securities Litigation* also meet each of the factors identified above for related cases. First, they both involve substantially overlapping parties—Leap and several of its current and former officers and directors. Second, they both arise from the same or substantially identical transactions, incidents, or events – including a restatement of Leap's financial statements for the period 2004 to 2007, as announced on November 9, 2007, and the individual defendants' alleged knowledge of the accounting errors underlying such restatements and alleged lack of internal controls. Further, the *Leap State Derivative Litigation* and the *Leap Securities Litigation* Leap will require the determination of the same or substantially identical questions of law or fact, including legal issues pertaining to the scope of discovery and factual issues such as whether the alleged errors violate GAAP, when the defendants became aware of the alleged errors, and whether the defendants traded on material adverse information. Third, both the *Leap State Derivative Litigation* and the *Leap Securities Litigation* are likely to require substantial duplication of judicial resources and risk inconsistent rulings if heard by different judges on a variety of issues, including discovery issues, factual issues, and issues pertaining to the extent of the automatic discovery stay under the Private Securities Litigation Reform Act when, as here, a motion to dismiss a securities claim is pending. The Southern District of California has already determined that the *Leap Federal Derivative Litigation* is related to the *Leap Securities Litigation*, and for the same reasons, this Court should similarly find the *Leap State Derivative Litigation* is related to the *Leap Securities Litigation*.

3. The ***Leap State Derivative Litigation*** is also related to the **Dismissed Cases**

For the reasons discussed above, the *Leap State Derivative Litigation* is also related to the dismissed state derivative action and the dismissed federal securities actions.

Dated: June 17, 2008

Respectfully submitted,

LATHAM & WATKINS LLP
Miles N. Ruthberg
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Kimberly Arouh Hicks
Curtis Carll
Daniel K. Greene

By ______________________
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Attorneys for Nominal Defendant
Leap Wireless International, Inc.

SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF SAN DIEGO

LORI MCBRIDE, Derivatively on Behalf of Leap Wireless International, Inc.,

Plaintiff,

v.

S. DOUGLAS HUTCHESON, MARK H. RACHESKY, JAMES D. DONDERO, JOHN D. HARKEY, JR., ROBERT V. LaPENTA, MICHAEL B. TARGOFF,

Defendants,

– and –

LEAP WIRELESS INTERNATIONAL, INC., a California corporation,

Nominal Defendant.

CASE NO. 37-2007-00081584-CU-MC-CTL

PROOF OF SERVICE OF NOMINAL DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S NOTICE OF RELATED CASES

Judge: Hon. John S. Meyer
Dept.: 61
Complaint Filed: November 13, 2007

I am employed in the County of San Diego, State of California. I am over the age of 18 years and not a party to this action. My business address is Latham & Watkins LLP, 600 West Broadway, Suite 1800, San Diego, California 92101-3375.

On **June 19, 2008,** I served the following documents described as:

NOMINAL DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S NOTICE OF RELATED CASE

by serving a true copy of the above-described document in the following manner:

☐	***By Federal Express***. I am readily familiar with the office practice of Latham & Watkins for collecting and processing packages for delivery by FedEx, which practice is that when packages are deposited with the Latham & Watkins personnel responsible for depositing packages with FedEx, such packages are picked up by a representative of FedEx that same day in the ordinary course of business.
☐	***By E-Service***. I am readily familiar with the office practice of Latham & Watkins for preparing and serving documents by e-mail, which practice is that when documents are to be served by e-mail, they are scanned in a .pdf format and sent to the addressees on that same day in the ordinary course of business.
☐	***By Facsimile***. I am readily familiar with the office practice of Latham & Watkins for collecting, processing, and transmitting facsimiles. Under that practice, when a facsimile is deposited with the Latham & Watkins personnel responsible for facsimiles, such facsimile is transmitted that same day in the ordinary course of business.
☒	***By U.S. Mail***. I am readily familiar with the office practice of Latham & Watkins for collecting and processing documents for mailing with the United States Postal Service. Under that practice, documents are deposited with the Latham & Watkins personnel responsible for depositing with the United States Postal Service; such documents are delivered to the United States Postal Service on that same day in the ordinary course of business, with postage thereon fully prepaid in a sealed envelope.
☐	***By Hand Delivery***. I am readily familiar with the office practice of Latham & Watkins for collecting and processing documents for hand delivery by a messenger service or a registered process server. Under that practice, documents are given to the messenger service or registered process server for the delivery of documents by hand in accordance with the instructions provided to the messenger service or registered process server; such documents are delivered to the messenger service or registered process server on that same day in the ordinary course of business. I caused a sealed envelope or package containing the above-described document(s) and addressed as set forth below in accordance with the office practice of Latham & Watkins for collecting and processing documents for hand delivery by a messenger service or a registered process server.
☒	***By Electronic Filing***. I am readily familiar with the United States District Court, Southern District of California's practice for collecting and processing electronic filings. Under that practice, documents are electronically filed with the court. The court's CM/ECF system will generate a Notice of Electronic Filing (NEF) to the filing party, the assigned judge, and any registered users in the case. The NEF will constitute service of the document. Registration as a CM/ECF user constitutes consent to electronic service through the court's transmission facilities. Under said practice, the following CM/ECF users were served:

The documents were served on the following parties in the above captioned action and the pending related cases:

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Jeff S. Westerman, Esq. Elizabeth P. Lin, Esq. MILBERG LLP 300 South Grand Ave., Suite 3900 Los Angeles, CA 90071 Tel: 213-617-1200 Fax: 213-617-1975 email: jwesterman@milberg.com email: elin@milberg.com **(Via U.S. Mail)** Anita Kartalopoulos, Esq. Kent A. Bronson, Esq. MILBERG LLP One Pennsylvania Plaza New York, NY 10119 Tel: 212-594-5300 Fax: 212-868-1229 email: akartalopoulos@milbergweiss.com email: kbronson@milbergweiss.com **(Via U.S. Mail)** Bruce G. Murphy, Esq. LAW OFFICES OF BRUCE G. MURPHY 265 Llwyds Lane Vero Beach, FL 32963 Tel: 772-231-4202 Fax: 772-231-7222 email: bgm@brucemurphy.biz **(Via U.S. Mail)**	**Attorneys for Plaintiff Lori McBride**

Keith E. Eggleton, Esq. Diane M. Walters, Esq. WILSON SONSINI GOODRICH & ROSATI APC 650 Page Mill Road Palo Alto, CA 94304 Tel: 650-493-9300 Fax: 650-493-6811 email: keggleton@wsgr.com email: dwalters@wsgr.com **(Via U.S. Mail)**	**Attorneys for Individual Defendants S. Douglas Hutcheson, Mark H. Rachesky, James D. Dondero, John D. Harkey, Jr., Robert V. LaPenta and Michael B. Targoff**
Leap Securities Litigation	
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Leap Federal Derivative Litigation	
Edward M. Gergosian, Esq. GERGOSIAN & GRALEWSKI LLP 655 West Broadway, Suite 1410 San Diego, CA 92101 E-mail: ed@gergosian.com **(Via Electronic Filing)**	**Attorneys for Plaintiff Charles Graham**
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I will also cause the above referenced document to be filed in the pending related cases.

I declare that I am employed in the office of a member of the Bar of, or permitted to practice before, this Court at whose direction the service was made and declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on **June 19, 2008**, at San Diego, California.

Andrea Rasco